

Hearing Date And Time: January 21, 2010 at 10:00 a.m. (prevailing Eastern time)
Objection Deadline: January 19, 2010 at 4:00 p.m. (prevailing Eastern time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
-----	x	

REORGANIZED DEBTORS' EXPEDITED MOTION FOR ORDER UNDER
11 U.S.C. § 105 ENLARGING TIME FOR PROFESSIONALS TO FILE
FINAL REQUESTS FOR PAYMENT OF PROFESSIONAL CLAIMS

("MOTION ENLARGING TIME TO FILE FINAL FEE APPLICATIONS")

DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated reorganized debtors in the above-captioned cases (the "Reorganized Debtors") hereby submit this expedited motion (the "Motion") for order under 11 U.S.C. § 105 enlarging the time for professionals to file final requests for payment of professional claims, and respectfully represent as follows:

Background

1. On October 8 and 14, 2005, Delphi Corporation and certain of its affiliates (the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code").

2. On December 10, 2007, the Debtors filed their first amended joint plan of reorganization (Docket No. 11386) (the "Plan") and related disclosure statement (Docket No. 11388). On January 25, 2008, the Court entered an order (Docket No. 12359) (the "Confirmation Order") confirming the Plan (as modified) (the "Confirmed Plan"), and the Confirmation Order became final on February 4, 2008.

3. On October 3, 2008, the Debtors filed a motion under 11 U.S.C. § 1127 for an order approving (i) certain modifications to the Confirmed Plan and related disclosure statement and (ii) related procedures for re-soliciting votes on the Confirmed Plan, as modified (Docket No. 14310) (the "Plan Modification Motion"). On June 1, 2009, the Debtors filed a supplement to the Plan Modification Motion (the "Motion Supplement"), which sought approval of (i) certain modifications to the Confirmed Plan (the "Modified Plan"), (ii) supplemental disclosure, and (iii) procedures for re-soliciting votes on the Modified Plan. After a hearing, the Court entered an order approving the Modified Plan (Docket No. 18707) on July 30, 2009.

4. On October 6, 2009, the Debtors substantially consummated the Modified Plan, the Effective Date¹ occurred, and the transactions under the Master Disposition Agreement and related agreements closed. In connection therewith, DIP Holdco LLP (subsequently renamed Delphi Automotive LLP, a United Kingdom limited liability partnership), as assignee of DIP Holdco 3 LLC, through various subsidiaries and affiliates, acquired substantially all of the Debtors' global core businesses, and GM Components Holdings, LLC, a Delaware limited liability company, and Steering Solutions Services Corporation, a Delaware corporation, acquired certain U.S. manufacturing plants and the Debtors' non-core steering business, respectively. The Reorganized Debtors have emerged from chapter 11 as DPH Holdings and affiliates and remain responsible for the post-Effective Date administration, including, without limitation, the disposition of certain retained assets and payment of certain retained liabilities as provided for under the Modified Plan, and the eventual closing of these chapter 11 cases.

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

6. The statutory predicate for the relief requested herein is section 105 of the Bankruptcy Code.

Relief Requested

7. The Reorganized Debtors seek entry of an order enlarging the time for professionals to file final requests for payment of Professional Claims ("Final Fee Applications") from December 31, 2009 until February 1, 2010.

¹ Capitalized terms used but not defined in this Application have the meanings ascribed to them in the Modified Plan.

Basis For Relief

8. Section 10.3 of the Modified Plan is entitled "Professional Claims" and subsection 10.3(a) is entitled "Final Fee Applications." Section 10.3(a) of the Modified Plan provides:

All final requests for payment of Professional Claims and requests for reimbursement of expenses of members of the Statutory Committees must be filed no later than the last day of the second full month after the Effective Date. After notice and a hearing in accordance with the procedures established by the Bankruptcy Code and prior orders of the Bankruptcy Court, the allowed amounts of such Professional Claims and expenses shall be determined by the Bankruptcy Court.

Because the Effective Date occurred on October 6, 2009, the deadline for professionals to file their Final Fee Applications was December 31, 2009.²

9. It has come to the Reorganized Debtors' attention that notwithstanding section 10.3 of the Modified Plan, a number of professionals did not file their Final Fee Applications by the December 31, 2009 deadline.

10. The Reorganized Debtors consent to allowing professionals to file Final Fee Applications by February 1, 2010 because the Reorganized Debtors believe that there would be no prejudice to the estates if professionals were allowed to file Final Fee Applications by that date. Accordingly, in the interest of equity, the Reorganized Debtors request that professionals be allowed to file Final Fee Applications on or prior to February 1, 2010.³

² In the Notice Of (A) Order Approving Modifications To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession And (B) Occurrence Of Effective Date (Docket No. 18958) filed on October 6, 2009, the Reorganized Debtors included a provision reminding professionals of the December 31, 2009 deadline for filing Final Fee Applications as set forth in the Modified Plan.

³ Prior to the Effective Date, retained professionals in these cases, including certain professionals that the Reorganized Debtors have identified as failing to file final fee applications timely, either submitted or were asked to submit estimates of unbilled fees and expenses incurred through July 30, 2009 in accordance with section 10.3(b) of the Modified Plan. These estimates were utilized by the Debtors in taking the steps necessary to consummate the Modified Plan.

Notice

11. Notice of this expedited Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Sixteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Revising Certain Notice Procedures, entered December 11, 2009 (Docket No. 19178). In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

WHEREFORE the Reorganized Debtors respectfully request that the Court enter an order (a) enlarging the time for professionals to file Final Fee Applications from December 31, 2009 until February 1, 2010 and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
January 11, 2010

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
155 North Wacker Drive
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors